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March 25, 2002

Taledia Stokes
Surface Transportation Board
Recordation Office
1925 K Street, N.W., Suite 70
Washington D.C. 20423

RECORDATION NO.

23629-A

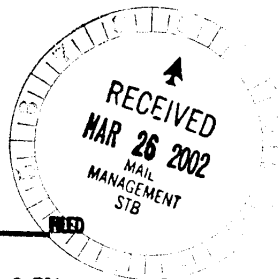
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SURFACE TRANSPORTATION BOARD



Dear Taledia,

Enclosed are two (2) originals of the **Memorandum of Railcar Lease** dated as of January 2, 2002 between the following parties:

Names and address of the following parties:

Lessor: **THE CIT GROUP/EQUIPMENT FINANCING INC.**
1211 Avenue of the Americas, New York, NY 10036

Lessee: **MERIDIAN AGGREGATES COMPANY**
5575 DTC Parkway, Suite 325, Greenwood Village, CO 80111

A short summary of the document to appear in the index follows:

Memorandum of Railcar Lease between Lessor: **THE CIT GROUP/EQUIPMENT FINANCING INC.** and Lessee: **MERIDIAN AGGREGATES COMPANY**, covering 60 mill gondolas with reporting marks and numbers – CEFX 32769 – SIRX 200095, NOT INCLUSIVE.

Please file this memorandum as a **SECONDARY** document to Recordation #23629 dated 8/30/01 and return one (1) stamped original to my attention. A check covering the filing fee of twenty-eight dollars (\$28.00) is enclosed.

If you have any questions regarding the filing, please feel free to call me at 800-634-9738 ext. 20100.

Thank you for your prompt assistance.

Sincerely,

Sherry Lewey
Research/Development Coordinator

Enclosure

MEMORANDUM OF RAILCAR LEASE

THIS MEMORANDUM OF RAILCAR LEASE dated as of this 2nd day of January, 2002, is made by THE CIT GROUP/EQUIPMENT FINANCING, INC., a Delaware corporation, with an address at 1211 Avenue of the Americas, New York, New York 10036 (the "Lessor"), and MERIDIAN AGGREGATES COMPANY, A LIMITED PARTNERSHIP, a Delaware limited partnership, with an address at 5575 DTC Parkway, Suite 325, Greenwood Village, CO 80111 (the "Lessee" and, together with the Lessor, the "Parties").

KNOW ALL PERSONS BY THESE PRESENTS THAT:

WHEREAS, the Lessor and the Lessee entered into that certain Master Railcar Lease (the "Lease") dated as of August 8, 2001 covering certain equipment described therein and with respect to which a Memorandum of Railcar Lease was filed with the Surface Transportation Board ("STB") on August 30, 2001 and given Recordation Number 23629.

WHEREAS, the Parties have entered into an additional Schedule under the Lease and wish to show for the public record the existence of the aforesaid Schedule, the respective interests therein of the Parties and a description of the equipment (the "Equipment") as set forth in **Schedule A** hereto, and accordingly the Parties have caused this Memorandum to be executed by their respective duly authorized officers, as of the date first above written.

NOW, THEREFORE, for valuable consideration, the receipt and sufficiency of which are hereby acknowledged by each of the Parties hereto, by this instrument the Lessor hereby leases and confirms the lease of the Equipment to the Lessee in accordance with the terms and conditions of the Lease, and the Lessee confirms and accepts such terms and conditions, which are incorporated by reference as if fully set forth herein.

I certify that I hold the title set forth below, that this instrument was signed on behalf of the Lessor by authority of its Board of Directors and that I acknowledge that the execution of the foregoing instrument was the free act and deed of the Lessor. I further declare under penalty of perjury that the foregoing is true and correct.

THE CIT GROUP/EQUIPMENT FINANCING, INC.

By: Joseph J. Mankowski
Name: JOSEPH J. MANKOWSKI
Title: VICE PRESIDENT/RAIL RESOURCES

I certify that I hold the title set forth below, that this instrument was signed on behalf of the Lessee by authority of its Board of Directors and that I acknowledge that the execution of the foregoing instrument was the free act and deed of the Lessee. I further declare under penalty of perjury that the foregoing is true and correct.

MERIDIAN AGGREGATES COMPANY, A LIMITED PARTNERSHIP

By: John C. Bendova
Name: JOHN C. BENDOVA
Title: VICE PRESIDENT

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SCHEDULE A

Quantity
60

Equipment Description
52'-5'6" sided mill gondolas

Car Marks and Numbers

1	CEFX	32769
2	CEFX	32771
3	CEFX	32773
4	CEFX	32775
5	CEFX	32778
6	CEFX	32782
7	CEFX	32783
8	CEFX	32784
9	CEFX	32786
10	CEFX	32787
11	CEFX	32788
12	CEFX	32789
13	CEFX	32791
14	CEFX	32793
15	CEFX	32795
16	CEFX	32797
17	CEFX	32799
18	CEFX	32800
19	CEFX	32801
20	CEFX	32802
21	CEFX	32804
22	CEFX	32808
23	CEFX	32810
24	CEFX	32814
25	CEFX	32815
26	CEFX	32816
27	CEFX	32818
28	CEFX	32820
29	CEFX	32829
30	CEFX	32834

31	CEFX	32835
32	CEFX	32836
33	CEFX	32837
34	CEFX	32838
35	CEFX	32841
36	CEFX	32846
37	CEFX	32847
38	CEFX	32849
39	CEFX	32854
40	CEFX	32860
41	CEFX	32861
42	SIRX	200002
43	SIRX	200014
44	SIRX	200018
45	SIRX	200027
46	SIRX	200029
47	SIRX	200031
48	SIRX	200036
49	SIRX	200039
50	SIRX	200044
51	SIRX	200046
52	SIRX	200055
53	SIRX	200056
54	SIRX	200058
55	SIRX	200061
56	SIRX	200084
57	SIRX	200086
58	SIRX	200088
59	SIRX	200091
60	SIRX	200095